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Marc A. Levinson (California Bar No. 57613)  
 Jeffery D. Hermann (California Bar No. 90445)  
 ORRICK, HERRINGTON & SUTCLIFFE LLP  
 400 Capitol Mall, Suite 3000  
 Sacramento, CA 95814-4497  
 Telephone: (916) 447-9200  
 Facsimile: (916) 329-4900  
 Email: malevinson@orrick.com  
 jhermann@orrick.com  
 Attorneys for USA Capital  
 Diversified Trust Deed Fund, LLC

Robert Kinas (Nevada Bar No. 6019)  
 Claire Y. Dossier (Nevada Bar No. 10030)  
 SNELL & WILMER L.L.P.  
 3883 Howard Hughes Parkway, Suite 1100  
 Las Vegas, NV 89169  
 Telephone: (702) 784-5200  
 Facsimile: (702) 784-5252  
 Email: rkinas@swlaw.com  
 cdossier@swlaw.com

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

In re:  
 USA COMMERCIAL MORTGAGE COMPANY,  
 Debtor.

In re:  
 USA CAPITAL REALTY ADVISORS, LLC,  
 Debtor.

In re:  
 USA CAPITAL DIVERSIFIED TRUST DEED  
 FUND, LLC,  
 Debtor.

In re:  
 USA CAPITAL FIRST TRUST DEED FUND, LLC,  
 Debtor.

In re:  
 USA SECURITIES, LLC,  
 Debtor.

Affects:  
☐ All Debtors  
☐ USA Commercial Mortgage Company  
☐ USA Securities, LLC  
☐ USA Capital Realty Advisors, LLC  
☒ USA Capital Diversified Trust Deed Fund, LLC  
☐ USA First Trust Deed Fund, LLC

Case No. BK-S-06-10725 LBR  
 Case No. BK-S-06-10726 LBR  
 Case No. BK-S-06-10727 LBR  
 Case No. BK-S-06-10728 LBR  
 Case No. BK-S-06-10729 LBR

Chapter 11

Jointly Administered Under  
 Case No. BK-S-06-10725-LBR

**STIPULATION FOR  
 WITHDRAWAL OF PROOF OF  
 CLAIM NO. 10727-150-1 AND  
 AMENDED PROOF OF CLAIM  
 NO. 10727-150-2, AND PROOF  
 OF CLAIM NO. 10727-152-1**

USA Capital Diversified Trust Deed Fund, LLC ("DTDF") hereby stipulates with Jennifer  
 Stalder ("Claimant") as follows:

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1           1.       On or about November 15, 2007, Claimant filed Proof of Claim No. 10727-150-1  
2 (the "Original Proof of Claim") against DTDF in the amount of \$55,862.89.

3           2.       On or about December 4, 2007, Claimant filed Proof of Claim NO. 10727-152-1  
4 (the "Second Proof of Claim") against DTDF in the amount of \$55,862.89.

5           3.       On or about December 10, 2007, Claimant amended the Original Proof of Claim  
6 when she filed Amended Proof of Claim No. 10727-150-2 against DTDF in the amount of  
7 \$55,862.89 (the "Amended Proof of Claim"). Collectively, the Original Proof of Claim, the  
8 Second Proof of Claim, and the Amended Proof of Claim are referred to as the "Proofs of Claim."

9           4.       Claimant attached documentation to the Proof of Claims showing that she is an  
10 investor in DTDF.

11           5.       DTDF, upon reviewing DTDF's books and records, has determined that Claimant  
12 in fact holds an allowed equity interest in DTDF in the amount of \$48,047.32, as of April 14,  
13 2006 (the "Petition Date").

14           6.       On or about January 18, 2008, DTDF's counsel contacted Claimant and explained  
15 that Claimant has an allowed equity interest in DTDF in the amount of \$48,047.32, and Claimant  
16 agreed to stipulate to withdraw the Proof of Claims.

17           5.       This stipulation shall not affect any other claims filed by Claimant in these jointly-  
18 administered bankruptcy cases.

19           6.       This stipulation shall not affect either the amount or validity of Claimant's equity  
20 interest in DTF as reflected in DTDF's books and records as of the Petition Date.

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1 WHEREFORE, based on the stipulation set forth above, the parties hereby agree and  
2 request that the Court approve this stipulation as an order of the Court pursuant to Fed. R. Bankr.  
3 P. 3006, as follows:

- 4 1. Proof of Claim No. 10727-150-1 against DTDF is hereby withdrawn.
- 5 2. Amended Proof of Claim No. 10727-150-2 against DTDF is hereby withdrawn.
- 6 3. Proof of Claim No. 10727-152-1 against DTDF is hereby withdrawn.
- 7 3. Claimant's equity interest in DTDF is allowed in the amount of \$48,047.32, as  
8 reflected in DTDF's books and records as of the Petition Date.

9 DATED this 30 day of January, 2008.

10 SNELL & WILMER L.L.P.

11 By: Claire Y. Dossier  
12 Robert Kinas (Nevada Bar No. 6019)  
13 Claire Y. Dossier (Nevada Bar No. 10030)  
14 3883 Howard Hughes Parkway, Suite 1100  
Las Vegas, NV 89169  
and  
15 Marc A. Levinson (California Bar No. 57613)  
16 Jeffery D. Hermann (California Bar No. 90445)  
17 ORRICK, HERRINGTON & SUTCLIFFE LLP  
400 Capital Mall, Suite 3000  
Sacramento, CA 95814-4497

By: Jennifer Stalder  
Jennifer Stalder  
4175 South Decatur Blvd. #157  
Las Vegas, NV 89103  
Phone: (702) 269-6688

18 *Attorneys for USA Capital Diversified Trust Deed*  
19 *Fund, LLC*  
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27  
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Snell & Wilmer

LAW OFFICES  
3883 HOWARD HUGHES PARKWAY, SUITE 1100  
LAS VEGAS, NEVADA 89169  
(702) 784-5200